

10-29-2001



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Benjamin/Cummings Publishing Company, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (California)
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Addison Wesley Longman, Inc.

Internal

Address: _____

Street Address: 75 Arlington Street, Suite 300

City: Boston State: MA Zip: 02116

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Massachusetts
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 12/30/98

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,189,279

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Peter Nils Baylor, Esq.

Internal Address: Nutter McClennen & Fish, LLP

Street Address: One International Place

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account (if necessary)

8. Deposit account number:

141449

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Renee' Diana Sanft

Name of Person Signing

Signature

10/18/01

Date

12

Total number of pages including cover sheet, attachments, and document:

10/26/2001 00000173 1189279

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

081

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Peter Jovanovich, President / ~~0000000000~~

and John La Vacca, Asst. Clerk / ~~0000000000~~

of (S) Addison Wesley Longman, Inc.
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation.

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
^{7#E} ^A Benjamin/Cummings Publishing Company, Inc.	^{not Reg.} California	November 21, 1977

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

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P.C

(S) 2/5/88 C

RESOLVED, that pursuant to Section 82 of the Business Corporation Law this Company cause The Benjamin Cummings Publishing Company, Inc. to be merged (the "Merger") with and into the Company, whereupon the separate existence of The Benjamin/Cummings Publishing Company, Inc. shall cease, and the Company as the "Surviving Corporation" shall continue its corporate existence under the laws of the Commonwealth of Massachusetts and shall succeed and assumes all of the rights, liabilities and obligations of The Benjamin/Cummings Publishing Company, Inc.; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Massachusetts; which may be in any way necessary or proper to effect said merger;

FURTHER RESOLVED, that the Merger shall become effective immediately upon the filing of the Articles of Merger of the Corporation with the Secretary of State of the Commonwealth of Massachusetts;

FURTHER RESOLVED, that the Agreement and Plan of Merger (the "Agreement") dated December 22, 1998, between the Company and The Benjamin/Cummings Publishing Company, Inc., be and it is hereby approved in accordance with the Massachusetts Business Corporation Law;

FURTHER RESOLVED, that upon the adoption of the Agreement by the officers of the Company are directed to file the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts and Certificate of Ownership with the Secretary of State of California and take such further actions as they deem necessary or appropriate to effectuate the merger contemplated by the Agreement; and

FURTHER RESOLVED, that a copy of the Agreement be entered in the corporate minute book of the Company immediately following these resolutions.

**AGREEMENT AND PLAN OF MERGER
BETWEEN
ADDISON WESLEY LONGMAN, INC.
a Massachusetts corporation
and
THE BENJAMIN/CUMMINGS PUBLISHING COMPANY, INC.
a California corporation**

Agreement and Plan of Merger dated December 31, 1998, by and between ADDISON WESLEY LONGMAN, INC., a Massachusetts corporation (hereinafter referred to as "AWL") and BENJAMIN/CUMMINGS PUBLISHING COMPANY, INC., a California corporation (hereinafter referred to as "BCPC").

A. BCPC is a wholly-owned subsidiary of AWL.

B. The total number of shares which AWL is authorized to issue is 1,000 shares of common stock, \$1.00 par value, of which 1,000 shares are issued and outstanding.

C. The total number of shares which BCPC is authorized to issue is 200,000 shares of common stock, \$1.00 par value, of which 25,000 shares are issued and outstanding.

D. The respective boards of directors of AWL and BCPC have determined that it is advisable that BCPC be merged into AWL and the respective shareholders of AWL and BCPC have approved such merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the laws of the Commonwealth of Massachusetts (Massachusetts Business Corporation Act, Section 82) and the State of California (California Business Corporation Code Section 1110).

AWL and BCPC hereby agree, each with the other, as follows:

ARTICLE I

AWL and BCPC shall be merged into a single corporation in accordance with the applicable provisions of the laws of the State of California and the Commonwealth of Massachusetts, by BCPC merging into AWL, which shall be the continuing and surviving corporation (hereinafter also referred to as the "Surviving Corporation"), and which shall be governed by the laws of the Commonwealth of Massachusetts.

ARTICLE II

Upon the merger becoming effective:

1. AWL and BCPC shall be a single corporation which shall be AWL as the Surviving Corporation, and the separate existence of BCPC shall cease, except to the extent provided by the laws of the State of California in the case of a corporation after its merger into another corporation.

2. The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises of a public as well as of a private nature, of AWL and BCPC, and of each of them; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to each of such corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate or any interest therein vested in either of such corporations shall not revert or be in any way impaired by reason of the merger.

3. The Surviving Corporation shall be responsible and liable for all of the debts, duties, liabilities and obligations of AWL and BCPC, and each of them, of every kind and character whatsoever; and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if the merger had not taken place, and neither the rights of creditors nor any liens upon the property of either of such corporations shall be impaired by the merger.

4. The by-laws of AWL as existing and constituted immediately prior to the date the merger shall become effective shall be and constitute the by-laws of the Surviving Corporation until altered, amended or repealed.

5. The directors and officers of AWL immediately prior to the date the merger shall become effective shall be and constitute the directors and officers of the Surviving Corporation.

ARTICLE III

The manner of converting the shares of AWL and BCPC issued and outstanding immediately prior to the date the merger becomes effective into shares of common stock of the Surviving Corporation shall be as follows:

1. Each share of common stock of AWL issued and outstanding immediately prior to the date the merger becomes effective shall, by virtue of the merger and without any action on the part of the

holder thereof, automatically be converted into one share of common stock of the Surviving Corporation.

2. Each common share of BCPC (such shares being owned in their entirety by its sole shareholder, AWL) outstanding on the effective date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled on the effective date of the merger and promptly thereafter the certificates representing such shares shall be surrendered and cancelled.

ARTICLE IV

If at any time the Surviving Corporation shall determine that any further assignment or assurance in the law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of BCPC, BCPC shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE V

The assets, liabilities, reserves and accounts of BCPC shall be taken up on the books of the Surviving Corporation at the time the merger becomes effective in the respective amounts at which they shall at such time be carried on the books of BCPC.

ARTICLE VI

AWL, as the Surviving Corporation, shall pay all expenses of carrying this Agreement and Plan of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VII

The corporate actions, plans, policies, contracts, approvals and authorizations of BCPC, its shareholder, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the date the merger becomes effective, shall be taken for all purposes as the actions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to BCPC.

ARTICLE VIII

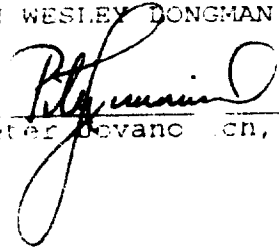
This Agreement and Plan of Merger has been approved by the board of directors and the shareholders of AWL and BCPC as provided by law, and shall take effect upon the filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the laws of the State of Connecticut and the State of Illinois.

ARTICLE IX

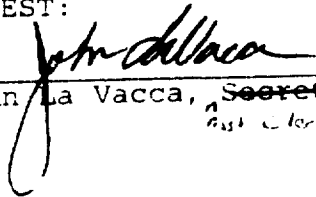
Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the board of directors of AWL or BCPC at any time prior to the date of filing the Articles of Merger with the Commonwealth of Massachusetts and the Agreement of Merger with the Secretary of State of California.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused these presents to be executed by the President or Vice President and attested by the Secretary or Assistant Secretary of each party hereto.

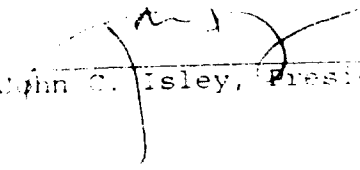
ADDISON WESLEY LONGMAN, INC.

By: 
Peter Kovancich, President


ATTEST:


John La Vacca, ^{Secretary}
_{Asst. Clerk}

By: BENJAMIN/CUMMINGS PUBLISHING COMPANY, INC.

By: 
John C. Isley, President

ATTEST:


Robert L. Dancy, Secretary

C E R T I F I C A T E

The undersigned hereby certifies that the foregoing Agreement and Plan of Merger dated December xx, 1998, by and between Addison Wesley Longman, Inc., a Massachusetts corporation, and Benjamin/Cummings Publishing Company, Inc., a California corporation, was submitted to the board of directors of Addison Wesley Longman, Inc. entitled to vote thereon and that one hundred percent (100%) of such board of directors voted for the adoption of such Agreement and Plan of Merger.

ADDISON WESLEY LONGMAN, INC.

By: *John La Vacca*
John La Vacca, Secretary
S.W.A. Clerk

The undersigned hereby certifies that the foregoing Agreement and Plan of Merger dated December xx, 1998, by and between Addison Wesley Longman, Inc., a Massachusetts corporation, and Benjamin/Cummings Publishing Company, Inc., a California corporation, was submitted to the shareholders of Benjamin/Cummings Publishing Company, Inc. entitled to vote thereon and that one hundred percent (100%) of such shareholders voted for the adoption of such Agreement and Plan of Merger, said vote equaled or exceeded the vote required by each class to approve said Agreement and Plan of Merger.

THE BENJAMIN/CUMMINGS PUBLISHING
COMPANY, INC.

By: *Robert L. Dancy*
Robert L. Dancy, Secretary

4. That at a meeting of the directors of the parent corporation the following vote pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted

SEE ATTACHMENT

Note: Votes for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing.

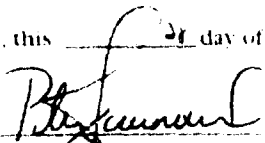
the date of filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts on or December 31, 1998, whichever is earlier.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

~~6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.~~

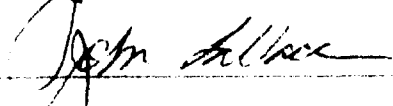
SIGNED UNDER THE PENALTIES OF PERJURY, this 21 day of December, 19 98.

Peter Jovanovich



*President / ~~XXXXXX~~

John La Vacca



*Clerk / *Assistant ~~Clerk~~

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

641997

02159

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and the filing fee in the amount of \$ 250- having been paid, said articles are deemed to have been filed with me this 30th day of December, 19 98.

RECORDING DIVISION
THE COMMONWEALTH OF MASSACHUSETTS
98 DEC 30 AM 11:34

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

12/30/98
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TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Arieh M. Flemenbaum
Cowan & Minetz, Chd.

180 N. LaSalle St., Ste. 2901

Chicago, IL 60601

Telephone: (312) 236-9121